

H. Barry Vasios (HBV 6767)
Mitchell J. Geller (MG 4160)
HOLLAND & KNIGHT LLP
195 Broadway
New York, NY 10007
(212) 513-3200
Attorneys for Defendant Varig Logistica, S.A.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

'07 CIV 7655

JUDGE JONES

VOLO LOGISTICS LLC, and
CAT AEREA LLC,

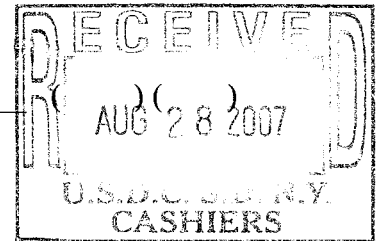
Plaintiffs,

- against -

VARIG LOGISTICA S.A., and
VOLO do BRASIL, S.A.,

Defendants.

Civ.



NOTICE OF REMOVAL

Varig Logistica S.A. ("VarigLog"), by its attorneys, Holland & Knight, LLP, respectfully files this Notice of Removal pursuant to 28 U.S.C.A. §1441(a), and in support thereof states the following:

1. On or about July 26, 2007, plaintiffs Volo Logistics LLC and CAT AEREA LLC commenced an action against defendants VarigLog and Volo do Brasil, S.A. by filing a Summons and Complaint in the Supreme Court of the State of New York, County of New York, Index No. 602537/07 (the "State Court Action").

2. In the State Court Action, plaintiffs have sued defendants, both Brazilian corporations headquartered in Brazil, for alleged breach of eight loan agreements: two of which were allegedly made directly to VarigLog, one of which was allegedly made directly to Volo do

Brasil, S.A., and five of which were purportedly made to a third party, VRG Linhas Aereas S.A., a Brazilian corporation ("VRG"), and later allegedly assumed by VarigLog in two separate debt assumption agreements. The State Court Action seeks compensatory damages for breach of contract in excess of \$88 million, plus interest, costs, expenses, and fees.

3. On August 9, 2007, VarigLog first received, by service or otherwise, a copy of the Summons and Complaint that was filed in the State Court action. Specifically, on that date, the Summons and Complaint was served on an employee of VarigLog at JFK Airport in Jamaica, New York. Upon information and belief, as of the date of this Notice of Removal, defendant Volo do Brasil S.A. has not been served with the Summons and Complaint in the State Court Action.

4. A copy of the Summons and Complaint is annexed hereto as Exhibit A, and constitutes all process, pleadings, and orders served upon VarigLog in the State Court Action.

5. The Southern District of New York embraces the place where the State Court Action is pending.

6. This Notice of Removal is being filed with this Court within thirty (30) days after VarigLog first received, through service or otherwise, a copy of the initial pleading setting forth the claim for relief upon which the State Court Action is based.

7. In the Complaint, plaintiffs Volo Logistics LLC and CAT AEREA LLC claim to be limited liability companies organized under the laws of the State of Delaware, with their principal places of business at 520 Madison Avenue, 35th Floor, New York, New York, 10022.

8. Defendant VarigLog is a corporation organized under the laws of Brazil, with its principal place of business at Rua Fidencio Ramos, 223, 14th Floor, Vila Olimpia, Sao Paulo, Brazil.

9. Defendant Volo do Brasil S.A. is a corporation organized under the laws of Brazil, with its principal place of business at Rua Visconde de Inhauma, 77, 10th Floor, Centro, Rio de Janeiro, Brazil.

10. As demonstrated above, the district courts of the United States have original jurisdiction over this action pursuant to 28 U.S.C. §1332(a)(2) because complete diversity of citizenship exists between the parties, and from the face of the Complaint it is apparent that the alleged amount in controversy exceeds \$75,000, exclusive of interest and costs.

11. VarigLog, upon filing of this Notice of Removal, will, as required by 28 U.S.C. §1446(d), file a copy of the Notice of Removal with the Clerk of the Supreme Court of the State of New York, County of New York, and will serve a copy of the same upon plaintiffs.

12. In filing this Notice of Removal, VarigLog does not waive any defense or counterclaim that may be available to it.

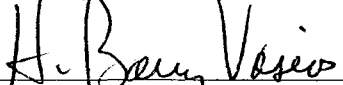
WHEREFORE, Varig Logistica S.A. respectfully submits that this Notice of Removal complies with the statutory requirements and respectfully requests that the action now pending against it be removed from the Supreme Court of the State of New York, County of New York, to this Court, that this action proceed in this Court as a properly removed action, and that Varig Logistica S.A. have such other and further relief as this Court may deem just and proper.

Dated: August 28, 2007
New York, New York

Respectfully submitted,

HOLLAND & KNIGHT LLP

By:


H. Barry Vasios (HBV 6767)
Mitchell J. Geller (MG 4160)
195 Broadway
New York, NY 10007
(212) 513-3200

Attorneys for Defendant
Varig Logistica S.A.